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SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

January 15, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C. 20423

Contract 3-50007

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC (on behalf of
ACF Acceptance IX LLC)
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Kemira Water Solutions, Inc.
808 E. Main Street
Lakeland, Florida 33801]

Section Chief
January 15, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars: EAGX 020001 - EAGX 020020.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Kemira Water Solutions, Inc., a Delaware corporation, ("Lessee") the original lessee being known as Eaglebrook Inc.

ACF Acceptance IX LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Lease Agreement dated as of July 31, 2001 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and may lease other railcars bearing the reporting marks EAGX.

REGISTRATION NO. 28579 FILED

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UNITED STATES DEPARTMENT OF TRANSPORTATION BOARD

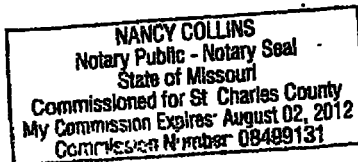
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

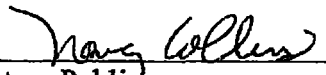
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Kemira Water Solution, Inc.

Contract 3-50007

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	EAGX	020001
	Tank	EAGX	020002
	Tank	EAGX	020003
	Tank	EAGX	020004
	Tank	EAGX	020005
	Tank	EAGX	020006
	Tank	EAGX	020007
	Tank	EAGX	020008
	Tank	EAGX	020009
	Tank	EAGX	020010
	Tank	EAGX	020011
	Tank	EAGX	020012
	Tank	EAGX	020013
	Tank	EAGX	020014
	Tank	EAGX	020015
	Tank	EAGX	020016
	Tank	EAGX	020017
	Tank	EAGX	020018
	Tank	EAGX	020019
	Tank	EAGX	020020

20

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 1/15/2010



Robert W Alvord